

SECURITIES AND EXCHANGE COMMISSION **WASHINGTON, DC 20549**

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



1169871 Name of Offering (Check if this is an amendment and name has changed, and indicate change.)

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SHASTA CAPITAL ASSOCIATES, LLC	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	
☐ Section 4(6) ☐ ULOE	
Type of Filing: ☐ New Filing 🗖 Amendment	
A. BASIC IDENTIFICATION DATA	_
1. Enter the information requested about the issuer:	
Name of Issuer (Check if this is an amendment and name has changed and indicate change.) SHASTA CAPITAL ASSOCIATES, LLC	
Address of Executive Offices	_
(Number and Street, City, State, Zip Code) Telephone Number (Including Area Cod	le)
Address of Principal Business Operations (if different from executive offices)	
(Number and Street, City, State, Zip Code) Telephone Number (Including Area Cod	le)
Brief Description of Business	PROCESSE
Type of Business Organization	JUL: 0 3 2002
☐ corporation ☐ limited partnership, already formed ☐ other (please specification)	y): } JUL 0 3 2002
□ business trust □ limited partnership, to be formed	THOMSON
Actual or Estimated Date of Month Year Incorporation or Organization:	FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for state; CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	

Who Must File. All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.301 et seq. or 15 U.S.C. 77d(6).

When to File. A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.



C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

3.	If this filing is for an offering under Rule 504 or 505, enter the information requested
	for all securities sold by the issuer, to date, in offerings of the types indicated, in the
	twelve (12) months prior to the first sale of securities in this offering. Classify secu-
	rities by type listed in Part C — Question 1.

	Type Of Security	Dollar Amount Sold
Type Of Offering		
Rule 505	\$	\$
Regulation A	\$	\$
Rule 504	\$	\$
Total	\$	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	□\$	
Printing and Engraving Costs	□\$	
Legal Fees	2 \$	50,000
Accounting Fees		
Engineering Fees.	□\$	
Sales Commissions (specify finders' fees separately)	□\$	·,
Other Expenses (identify)	□\$	
Total	DX\$	100,000

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a.

 This difference is the "adjusted gross proceeds to the issuer."... \$ 9,900,000.
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total
amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an
exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts
of the securities offered for exchange and already exchanged.

	Aggregate Offering Price	Amount Already Sold
Type Of Security		
Debt	\$	
Equity	s 10,000,000	\$ 697,000
☑Common □ Preferred		·
Convertible Securities (including warrants)	\$	\$
Partnership Interests		\$
Other (Specify UMITED WARITY CO.	\$	
Total	\$ 10,000,000	\$ 697,000
Answer also in Appendix, column 3, if fi		·

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	Number Investors	Aggregate Dollar Amount Of Purchases \$ 697 000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, column 4, if fili	ing under ULOE.	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Payments To Officers, Directors, And Affiliates	Payment To Others
Salaries and fees	□ \$ <u> </u>	□ \$ <u> </u>
Purchase of real estate	□ \$ <u> </u>	□ \$ <u> </u>
Purchase, rental or leasing and installation of machinery and equipment	□ \$ <u>0</u>	□ \$ <u>0</u>
Construction or leasing of plant buildings and facilities	□ \$ <u> </u>	□ \$ <u></u>
Acquisition of other businesses (including the value of securities involved in this offer- ing that may be used in exchange for the assets or securities of another issuer pursu-	П\$ 0	⊓\$ 0
ant to a merger)		-
Repayment of indebtedness	<u> </u>	□ \$ <u>0</u>
Working capital	□ \$ <u> </u>	□ \$ <u>9,900,</u> 600
Other (specify):	□ \$ <u> </u>	□ \$ _ ∂
	□ \$ <u> </u>	□ \$
	□ \$ <u> </u>	□ \$ _ ð
Column Totals	□ \$ <u>0</u>	□\$ 9900000
Totals Payments Listed (column total added)	□ \$.	9,900,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

SHASTA CAPITAL ASSOCIATES LLC

Name of Signer (Print or Type)

VINCENT FIRTH

Signature

Date

Title of Signer (Print or Type)

PRESIDENT

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 16 U.S.C. 1001.)